

ECOLOGY & ENVIRONMENT INC  
 Form 4/A  
 October 17, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Neumaier Kevin S

2. Issuer Name and Ticker or Trading Symbol  
 ECOLOGY & ENVIRONMENT INC [EEI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 368 PLEASANT VIEW DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/14/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President

LANCASTER, NY 14086  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
 10/15/2008

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock <sup>(1)</sup>				(A) or (D)	101,354 <sup>(2)</sup>	D	
Class A Common Stock				(A) or (D)	7,696	D	
Class A Common Stock				(A) or (D)	1,151	I	By wife <sup>(3)</sup>
Class A Common Stock				(A) or (D)	1,120	I	By 401K Plan

Stock

Class A Common Stock	10/14/2008	P	540.6	A	\$ 8.8	8,359.6	I	By general partnership (4)
Class A Common Stock (5)						2,313	D	
Class A Common Stock (5)	10/14/2008	A(5)	1,088	A	\$ 11.08 (5)	1,088	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neumaier Kevin S 368 PLEASANT VIEW DRIVE LANCASTER, NY 14086			President	

## Signatures

Kevin S.  
Neumaier

10/17/2008

Date

\_\_Signature of  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Class B Common Stock is convertible one-for-one into Class A Common Stock  
Certain of the reporting person's shares of Class B Common Stock are subject to an Agreement dated May 12, 1970 among Messrs. Gerhard J. Neumaier, Frank B. Silvestro, Gerald A. Strobel and Ronald L. Frank, whereby none of the shares subject to the Agreement  
(2) may be sold without the seller first granting the others a right of first refusal. In addition, certain of the shares of Class B Common Stock owned by certain members of the families of the four signatories to that agreement and a former spouse are subject to this right of first refusal. This is not an admission that the reporting person is the beneficial owner of the shares held in the name of others.
- (3) The reporting person disclaims beneficial ownership of these securities owned by his wife
- (4) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5) Award of Class A Common Stock pursuant to the 2003 Ecology and Environment Inc. Stock Award Plan.

### Remarks:

This is an amendment to the 10/14/2008 Form 4 to include the award of shares from the Company's 2003 Stock Award Plan th

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.